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LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
 900 COMERICA BUILDING
 KALAMAZOO, MICHIGAN 49007-4132
 TELEPHONE (616) 381-8844
 FAX (616) 349-8525

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GEORGE H. LENNON
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**AZ CORP COMMISSION
DOCUMENT CONTROL**

OF COUNSEL

VINCENT T. EARLY
 THOMPSON BENNETT
 JOHN T. PETERS, JR.

JOSEPH J. BURGIE
 (1926 - 1992)

April 30, 2003

Executive Director
 Arizona Corporation Commission
 Telecommunications Division
 1200 West Washington
 Phoenix, Arizona 85007

Arizona Corporation Commission

DOCKETED

MAY 01 2003

RE: Global Internetworking, Inc.
 Docket No. T-04105-02-0281

DOCKETED BY	CAR
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Dear Sir:

Enclosed for filing with the Commission, please find an original and thirteen (13) copies of the above captioned corporation's *AMENDED APPLICATION FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE INTEREXCHANGE TELECOMMUNICATIONS SERVICES* within the State of Arizona.

The Application has been amended to update information, provide fair value information, revise tariff pages 25-27, and includes updated financial information.

In addition, enclosed is a duplicate copy of this filing. Please date-stamp the duplicate and return it to me in the enclosed stamped, self-addressed envelope.

Should you have any questions concerning this filing, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker
 PDC/pas

CC: John Bostwick

ARIZONA CORPORATION COMMISSION

AMENDED APPLICATION AND PETITION

**Application and Petition for Certificate of Convenience and Necessity to Provide
Intrastate Telecommunication Services**

Mail original plus 13 copies of completed application to:

For Docket Control Only:
(Please Stamp Here)

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

T-04105A-02-0281

(Amended Application)

Please indicate if you have current applications pending in
Arizona as an Interexchange reseller, AOS provider, or as
the provider of other telecommunication services.

Type of Service: **Interexchange Reseller (This is amended application to this Docket using new form)**

Docket No.: **T-04105A-02-0281** Date: _____ Date Docketed: **April 15, 2002**

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

A. Company and Telecommunications Service Information

(A-1) Please indicate the type of telecommunications services that you want to provide in Arizona and answer the appropriate numbered items:

- ☒ Resold Long Distance Telecommunications Services (Answer Sections A, B, C).
☐ Resold Local Exchange Telecommunications Services (Answer Sections A, B, C).
☐ Facilities-Based Long Distance Telecommunications Services (Answer Sections A, B, D).
☐ Facilities-Based Local Exchange Telecommunications Services (Answer Sections A, B, D, E).
☐ Alternative Service Provider Telecommunications Services (Answer Sections A, B).

(A-2) The name, address, telephone number (including area code), facsimile number (including area code), email address, and World Wide Web address (if one is available for consumer access) of the Applicant:

Global Internetworking, Inc. Web Address: www.globalinternetworking.com
8605 Westwood Center Drive, Suite 300 Toll Free Number: (877) 385-7401
Vienna, VA 22182
Telephone: (703) 442-5500
Facsimile: (703) 442-5501

(A-3) If d/b/a ("Doing Business As") name if the Applicant is doing business under a name different from that listed in Item (A-2):

Not applicable

(A-4) The name, address, telephone number (including area code), facsimile number (including area code), and email address of the Applicant's management contact:

Michael Avis
Global Internetworking, Inc.
8605 Westwood Center Drive, Suite 300
Vienna, VA 22182
Telephone: (703) 442-5500
Facsimile: (703) 442-5501
Email: mavis@globalinternetworking.com

(A-5) The name, address, telephone number (including area code), facsimile number (including area code), and email address of the Applicant's Attorney and/or Consultant

Patrick D. Crocker

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

900 Comerica Building

Kalamazoo, MI 49007

Telephone: (269) 381-8844

Facsimile: (269) 381-8822

Email: pcrocker@earlylennon.com

(A-6) The name, address, telephone number (including area code), facsimile number (including area code), and email address of the Applicant's complaint contact person:

Michael Avis

Global Internetworking, Inc.

8605 Westwood Center Drive, Suite 300

Vienna, VA 22182

Telephone: (703) 442-5500

Toll Free Number: (877) 385-7401

Facsimile: (703) 442-5501

E-mail: mavis@globalinternetworking.com

(A-7) What type of legal entity is the applicant?

☐ Sole proprietorship

☐ Partnership: ☐ limited ☐ general ☐ Arizona ☐ Foreign

☐ Limited liability company

☒ Corporation: ☐ "S" ☐ "C" ☐ non-profit

☒ Domicile: ☐ Arizona ☒ Foreign

☐ Other, specify: _____

(A-8) Please include "Attachment A."

Attachment A must include the following information:

1. A copy of the Applicant's Certificate of Good Standing as a domestic or foreign corporation, LLC, or other entity in the State of Arizona.
2. A list of the names of all owners, partners, limited liability company managers (or if a member managed LLC, all members), or corporation officers and directors (specify).
3. Indicate percentages of ownership of each person listed in A-8.2.

(A-9) Include your Tariff as "Attachment B."

Your Tariff must include the following information:

1. Proposed Rates and Charges for each service offered (reference by Tariff page number).
Tariff Page(s) No.: 51-59
2. Tariff Maximum Rate and prices to be charged (reference by Tariff page number).
Tariff Page(s) No.: Applicant provides only private line data services and all rates and charges are priced on an individual case basis.
3. Terms and Conditions Applicable to provision of service (reference by Tariff page number).
Tariff Page(s) No.: 13-36
4. Deposits, Advances, and/or Prepayments Applicable to provision of service (reference by Tariff page number).
Tariff Page(s) No.: 27
5. The proposed fee that will be charged for returned checks (reference by Tariff page number).
Tariff Page(s) No.: 26

(A-10) Indicate the geographic market to be served:

- ☒ Statewide (Applicant adopts statewide map of Arizona provided with this application).
☐ Other. Describe and provide a detailed map depicting the area.

(A-11) Indicate if the Applicant has been or is currently involved in any formal or informal complaint proceedings pending before any State or Federal Regulatory Commission:

- ☐ Yes ☒ No

If "Yes," please provide the following information:

1. States in which the Applicant has been or is involved in proceedings.
2. Detailed explanations of the Substance of the Complaints.
3. Commission Orders that resolved any and all Complaints.
4. Actions taken by the Applicant to remedy and/or prevent the Complaints from reoccurring.

(A-12) Indicate if the Applicant has been or is currently involved in any civil or criminal investigations AND/OR had judgment entered against it in any civil matter or been convicted of any criminal acts related to the delivery of telecommunications services within the last five (5) years:

- ☐ Yes ☒ No

If "Yes," please provide the following information:

1. States involved in the judgments and/or convictions.
2. Reasons for the investigation and/or judgment.
3. Copy of the Court order, if applicable.

(A-13) Indicate if the Applicant's customers will be able to access alternative toll service providers or resellers via 1+101XXXX access.

- ☐ Yes ☒ No *Applicant is providing only private line data services.*

(A-14) Is Applicant willing to post a Performance Bond? Please check appropriate box(es).

☒ For Long Distance Resellers, a \$10,000 bond will be recommended for those resellers who collect advances, prepayments or deposits.

- ☒ Yes ☐ No

If "No," continue to question (A-15).

☐ For Local Exchange Resellers, a \$25,000 bond will be recommended.

- ☐ Yes ☐ No

If "No," continue to question (A-15).

☐ For Facilities-Based Providers of Long Distance, a \$100,000 bond will be recommended.

- ☐ Yes ☐ No

If "No," continue to question (A-15).

☐ For Facilities-Based Providers of Local Exchange, a \$100,000 bond will be recommended.

- ☐ Yes ☐ No

If "No," continue to question (A-15).

Note: Amounts are cumulative if the Applicant is applying for more than one type of service.

(A-15) If "No" to any of the above, provide the following information: Clarify and explain the Applicant's deposit policy (reference by tariff page number). Provide a detailed explanation of why the Applicant's superior financial position limits any risk to Arizona consumers.

Not applicable.

(A-16) Submit copies of affidavits of publication that the Applicant has, as required, published legal notice of the Application in all counties where the services will be provided.

Applicant has submitted affidavits.

(A-17) Indicate if the Applicant is a switchless reseller of the type of telecommunications services that the Applicant will or intends to resell in the State of Arizona:

☒ Yes ☐ No

If "Yes," provide the name of the company or companies whose telecommunications services the Applicant resells:

Applicant provides only resold private line data services.

(A-18) List the States in which the Applicant has had an application approved or denied to offer telecommunications services similar to those that the Applicant will or intends to offer in the State of Arizona:

Applicant has had applications approved and is authorized to provide service in Colorado, District of Columbia, Florida, Indiana, Massachusetts, Michigan, Missouri, New Jersey, New Mexico, New York, North Carolina, Oklahoma, Pennsylvania, Rhode Island, Texas, Utah, and Virginia.

Applicant has never been denied authority to provide intrastate telecommunications services.

(A-19) List the States in which the Applicant currently offers telecommunications services similar to those that the Applicant will or intends to offer in the State of Arizona.

Applicant provides service in the jurisdictions where authorized in A-18 above.

(A-20) List the names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801.

Applicant currently has no affiliates providing service in Arizona.

B. FINANCIAL INFORMATION

(B-1) Indicate if the Applicant has financial statements for the two (2) most recent years.

☒ Yes ☐ No

If "No," explain why and give the date on which the Applicant began operations.

(B-2) Include "Attachment C."

Provide the Applicant's financial information for the two (2) most recent years.

1. A copy of the Applicant's balance sheet.
2. A copy of the Applicant's income statement.
3. A copy of the Applicant's audit report.
4. A copy of the Applicant's retained earnings balance
5. A copy of all related notes to the financial statements and information.

Note: Make sure "most recent years" includes current calendar year or current year reporting period.

(B-3) Indicate if the Applicant will rely on the financial resources of its Parent Company, if applicable.

Not applicable.

(B-4) The Applicant must provide the following information:

1. Provide the projected total revenue expected to be generated by the provision of telecommunications services to Arizona customers for the first twelve (12) months following certification, adjusted to reflect the maximum rates for which the Applicant requested approval. Adjusted revenues may be calculated as the number of units sold times the maximum charge per minute.

Applicant's expected revenue for the first 12 months is approximately \$12,000.

2. Provide the operating expenses expected to be incurred during the first twelve months of providing telecommunications services to Arizona customers following certification.

Applicant's expected operating expenses during the first 12 months are approximately \$10,200.

3. Provide the net book value (original cost less accumulated depreciation) of all Arizona jurisdictional assets expected to be used in the provision of telecommunications service to Arizona customers at the end of the first twelve (12) months of operation. Assets are not limited to plant and equipment. Items such as office equipment and office supplies should be included in this list.

The net book value of all Arizona jurisdictional assets is zero.

4. If the projected value of all assets is zero, please specifically state this in your response.

The projected value of all assets is zero.

5. If the projected fair value of the assets is different than the projected net book value, also provide the corresponding projected fair value amounts.

The projected fair value is zero.

C. RESOLD LONG DISTANCE AND/OR LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(C-1) Indicate if the Applicant has a resale agreement in operation.

☐ Yes ☒ No

If "Yes," please reference the resale agreement by Commission Docket Number of Commission Decision Number.

**D. FACILITIES-BASED LONG DISTANCE AND/OR
FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES**

(D-1) Indicate if the Applicant is currently selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in the State of Arizona. This item applies to an Applicant requesting a geographic expansion of their CC&N:

☐ Yes ☐ No

If "Yes," provide the following information:

1. The date or approximate date that the Applicant began selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services for the State of Arizona.
2. Identify the types of facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services that the Applicant sells in the State of Arizona.

If "No," indicate the date when the Applicant will begin to sell facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services for the State of Arizona:

(D-2) Check here is you wish to adopt as your petition a statement that the service has already been classified as competitive by Commission Decision:

- ☐ Decision #64178 Resold Long Distance
☐ Decision #64178 Resold LEC
☐ Decision #64178 Facilities-Based Long Distance
☐ Decision #64178 Facilities-Based LEC

E. FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(E-1) Indicate whether the Applicant will abide by the quality of service standards that were approved by the Commission in Commission Decision Number 59241:

☐ Yes ☐ No

(E-2) Indicate whether the Applicant will provide all customers with 911 and E911 service, where available, and will coordinate with incumbent local exchange carriers ("ILECs") and emergency service providers to provide this service:

☐ Yes ☐ No

(E-3) Indicate that the Applicant's switch is "full equal access capable" (i.e., would provide equal access to facilities-based long distance companies) pursuant to A.A.C. R14-2-111 (A):

☐ Yes ☐ No

I certify that if the applicant is an Arizona company, a current copy of the Articles of Organization is on file with the Arizona Corporation Commission and the applicant holds a Certificate of Good Standing from the Commission. If the company is a foreign corporation or partnership, I certify that the company has authority to transact business in Arizona. I certify that all appropriate city, county and/or State agency approvals have been obtained. Upon signing of this application, I attest that I have read the Commission's rules and regulations relating to the regulations of telecommunications services (A.A.C. Title 14, Chapter 2, Article 11) and that the company will abide by Arizona State Law including the Arizona Corporation Commission Rules and Regulations. I agree that the Commission's rules apply in the event there is a conflict between those rules and the company's tariff, unless otherwise ordered by the Commission. I certify that to the best of my knowledge the information provided in this Application and Petition is true and correct.



(Signature of Authorized Representative)

4-30-03

(Date)

Patrick D. Crocker

(Print Name of Authorized Representative)

Attorney

(Title)

SUBSCRIBED AND SWORN to before me this 30th day of April 2003.



NOTARY PUBLIC: Paula A. Schneider

My Commission Expires: June 24, 2004

County of Kalamazoo State of Michigan

ATTACHMENT A

AZ CORP COMMISSION
FOR THE STATE OF AZ.
DELIVERED

4-1010880-8

DEC 5 2 16 PM '01

FILED BY *[Signature]*
DATE FILED *12-5-2001*

TERM _____
DATE _____ TIME _____

APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA

OF

GLOBAL INTERNETWORKING, INC.

DO NOT PUBLISH
THIS SECTION

APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated"

or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach

Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not ble.

Statutory agent address cannot be a P.O. Box. It must be a physical address in Arizona. Include City, State and Zip code

The name of the corporation is: GLOBAL INTERNETWORKING, INC.
A(n) VIRGINIA Corporation
(State, Province or Country)

☒ We are a foreign corporation applying for authority to transact business in the state of Arizona.

☐ We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- G Our actual corporate name (or the name under which we originally obtained authority in Arizona).
G The period of our duration.
G The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

GLOBAL INTERNETWORKING, INC.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

VIRGINIA

3. The foreign corporation was incorporated on the 22 day of SEPTEMBER, 1998 and the period of its duration is: PERPETUAL

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

8605 WESTWOOD CENTER DRIVE, SUITE 300

VIENNA, VA 22182

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

HUBERT E. KELLY, ESQ.

3035 E. WELDON

PHOENIX, AZ 85016

DO NOT PUBLISH
THIS SECTION

5.b. Indicate to which
address the Annual
Report should be
mailed.

6. If the purpose of
your corporation has
any limitations with
regard to this section,
so indicate. If not,
state no limitations.

5.a. The street address of the known place of business of the foreign corporation in Arizona IF
DIFFERENT from the street address of the statutory agent is:

5.b. The Annual Report and general correspondence should be mailed to the address specified
above in section 4 X or 5a _____.

6. The purpose of the corporation is to engage in any and all lawful business in which
corporations may engage in the state, province or country under whose law the foreign
corporation is incorporated, with the following limitations if any:

NONE

7. The names and usual business addresses of the current directors and officers of the foreign
corporation are: (Attach additional sheets if necessary.)

Name:

D. MICHAEL KEENAN DIR., PRES [title]

Address:

8605 WESTWOOD CENTER DRIVE, SUITE 300

City, State, Zip:

VIENNA, VA 22182

Name:

TODD J. VECCHIO DIR & VP [title]

Address:

8605 WESTWOOD CENTER DRIVE, SUITE 300

City, State, Zip:

VIENNA, VA 22182

Name:

RAY WISEMAN VP OF NETWORK [title]

Address:

8605 WESTWOOD CENTER DRIVE, SUITE 300

City, State, Zip:

VIENNA, VA 22182

8. The total number of
authorized shares
cannot be "zero" or
"N/A". Include
authorized, not issued
shares in this section.

8. The foreign corporation is authorized to issue 10,000,000 shares, itemized as
follows: (Attach additional sheets if necessary.)

9,000,000 shares of CLASS A COMMON [class or series] stock at
_____ no par value or par value of \$ 1.00 per share.

1,000,000 shares of CLASS B COMMON [class or series] stock at
_____ no par value or par value of \$ 1.00 per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

**DO NOT PUBLISH
THIS SECTION**

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws we are incorporated.

The agent may consent to the appointment by either executing the consent, attaching a cover letter, or if paying by check, executing the check.

9. The foreign corporation has issued 1,825,000 shares, itemized as follows:

1,825,000 shares of CLASS A COMMON [class or series] stock at
_____ no par value or par value of \$ 1.00 per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

RESALE OF TELECOMMUNICATION SERVICES

DATED this 27 day of Sept, 01.

GLOBAL INTERNETWORKING, INC.

[Name of Corporation]

Executed by _____

Duly Authorized Officer or Director

[print name]

[title]

PHONE _____

FAX _____

[optional]

[optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation

effective this 26th day of November, 2001.

Signature

HUBERT E. KELLY, ESQ.

[Print Name]

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

GLOBAL INTERNETWORKING, INC.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No ☒

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No ☒

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 9/30.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] BY _____
PRINT NAME D. Michael Keenan PRINT NAME _____
TITLE Pres DATE 10/24/01 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations

Rev: 2/98

GLOBAL INTERNETWORKING, INC.

Officers and Directors

D. Michael Keenan 8605 Westwood Center Drive Suite 300 Vienna, VA 22182 (703) 442-5500 phone (703) 442-5501 fax mike@globalinternetworking.com	President/Secretary/Treasurer	Director
--	-------------------------------	----------

Todd J. Vecchio 8605 Westwood Center Drive Suite 300 Vienna, VA 22182 (703) 442-5500 phone (703) 442-5501 fax tvecchio@globalinternetworking.com	Vice President of Sales	Director
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Raymond E. Wiseman, Jr. 8605 Westwood Center Drive Suite 300 Vienna, VA 22182 (703) 442-5500 phone (703) 442-5501 fax ray@globalinternetworking.com	Vice President of Network Operations	
--	--------------------------------------	--

Shareholders

D. Michael Keenan	45%
Raymond Wiseman	10%
Todd Vecchio	45%

ATTACHMENT B

A copy of Applicant's tariff was filed with the initial application and is incorporated herein by reference.

Attached are tariff pages 25-27, which have been revised with regard to Payment Arrangements, Late Payment Fees, and Advance Payments.

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.10 Billing and Payment For Service****2.10.1 Responsibility for Charges**

The Customer is responsible for payment of all charges for Services furnished to the Customer or Authorized User. This includes payment for Services specifically requested by the Customer. This responsibility is not changed due to any use, misuse, or abuse of the Customer's Service or Customer provided equipment by third parties, the Customer's employees, or the public.

2.10.2 Payment Arrangements

2.10.2.A All payments due by the Customer shall be remitted and payable to the Company. Company will bill Customer for service charges in the following manner: The first invoice shall consist of Monthly Recurring charges, non-recurring charges and installation charges for the first full billing cycle month and any partial month prior thereto, plus all applicable excise, sales, use or other taxes, fees or charges applicable to the Service, including Service Charges for local access or other service or facilities arranged for or ordered by GII on Customer's behalf. Such fees, taxes or charges will be separately stated in GII invoices.

2.10.2.B Customer will receive an invoice for a full month's monthly recurring charges, nonrecurring charges and all applicable excise, sales, use or other taxes, fees or charges applicable to the Service. Invoices are due within ten (10) calendar days of the date of the invoice.

2.10.2.C Notwithstanding anything in this tariff to the contrary, payments due are not subject to reduction, set-off or adjustment of any nature by the Customer.

ISSUED:**EFFECTIVE:**

ISSUED BY: D. Michael Keenan, President
Global Internetworking, Inc.
8605 Westwood Center Dr #300
Vienna, VA 22182

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.10 Billing and Payment For Service, (Cont'd.)****2.10.3 Late Payment Fee**

If any undisputed amount due on any invoice is not received by the Due Date, then, in addition to any other remedies available to GII, the Company may: (a) impose a late payment fee in the amount of five percent (5%) of the undisputed amount due; (b) charge interest at the rate of one and one half percent (1½%) commencing as of the date of the invoice; and/or (c) require performance assurance pursuant to Section 2.10.6.

2.10.4 Return Check Charge

A return check charge of \$25.00 will be assessed for checks made payable to the Company and returned for insufficient funds. For service billed on behalf of the Company, any applicable return check charges will be assessed according to the terms and conditions of the Company's billing agent.

2.10.5 Validation of Credit

2.10.5.A The Company reserves the right to validate the creditworthiness of Customers and billed parties through available verification procedures. If at any time a Customer presents an undue risk of non-payment, the Company may refuse to provide Service, require a performance assurance or advance payment pursuant to Section 2.10.6 or otherwise restrict or interrupt Service to a Customer.

2.10.5.B If request by the Company, Customer shall submit a completed credit application. Customer acknowledge that GII may conduct a review of Customer's credit rating, trade references and payment history. Based on this review, GII reserved the right to withhold initiations or full implementation of Service without penalty pending the completion of a satisfactory credit evaluation. At any time during the term GII may require a deposit or increase the amount of deposit if, at GII's sole discretion, there is a material and adverse change in Customer's financial condition, business prospects or if Customer has been late with 3 payments within a 6 month period.

ISSUED:**EFFECTIVE:**

ISSUED BY: D. Michael Keenan, President
Global Internetworking, Inc.
8605 Westwood Center Dr #300
Vienna, VA 22182

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.10 Billing and Payment For Service, (Cont'd.)

2.10.6 Advance Payments and Performance Assurances

- 2.10.6.A.** The Customer shall pay to GII monthly recurring charges for one month upon the acceptance of a Service Order by GII. No Service will be activated prior to the receipt of the foregoing payment. The Company will invoice Monthly Recurring Charges in advance on a monthly basis.
- 2.10.6.B.** For nonpayment of service the Company may require a performance assurance payment up to an amount equal to the total of all Non-recurring Charges and Monthly Recurring Charges for the Service for six (6) months or as a condition of the continued availability of the Service. Such payment of Performance Assurance will be held and applied against the Customer's charges due at the expiration or termination of the applicable Service Order.

ISSUED:

EFFECTIVE:

ISSUED BY: D. Michael Keenan, President
Global Internetworking, Inc.
8605 Westwood Center Dr #300
Vienna, VA 22182

ATTACHMENT C



Global Internetworking, Inc.
8605 Westwood Center Dr. #300
Vienna, VA 22182

(v) 703-442-5500
(f) 703-442-5501
www.globalinternetworking.com
www.pop2pop.com

Condensed Balance Sheet at March 31, 2003

ASSETS

Current Assets	
Cash	\$ 935,190
Cash Equivalents	\$1,001,320
Accounts Receivable-Net	\$ 403,901
Other Current Assets	\$ 201,961
Fixed Assets	\$ 279,598

TOTAL ASSETS	\$2,821,970
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LIABILITIES & EQUITY

Liabilities

Current Liabilities

Vendor Payables	\$ 580,194
Taxes Payable: Income & Other	\$ 146,051
Other Current Payables	\$ 444,155
Unearned Revenue - Current Portion	\$ 464,203

Long Term Liabilities

Unearned Revenue	\$ 446,501
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Equity

Retained Earnings	\$ 323,504
Capital in Excess of Par	\$ 225,000
Common Stock at Par Value	\$ 24,500
Current Fiscal Year 6 Mos Net Income	\$ 167,864

TOTAL LIABILITIES & EQUITY	\$2,821,970
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Unaudited - See Accountants Compilation Report



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Condensed Balance Sheet at September 30, 2001

ASSETS

Current Assets		
Cash	\$	229,268
Accounts Receivable-Net	\$	540,923
Fixed Assets	\$	87,960
Other Assets	\$	58,662

TOTAL ASSETS	\$	916,803
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LIABILITIES & EQUITY

Liabilities

Current Liabilities		
Vendor Payables	\$	75,068
Taxes Payable: Income & Other	\$	101,606
Unearned Revenue	\$	457,973
Long Term Liabilities	\$	273,773

Equity

Retained Earnings	\$	(261,268)
Shareholders' Equity	\$	131,491
Net Income	\$	138,181

TOTAL LIABILITIES & EQUITY	\$	916,803
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Condensed Income Statement for Fiscal Year 10/01/00 - 09/30/01

Income

Total Income	\$	4,638,920	
Total COGS	\$	2,808,930	60.6%
Gross Profit	\$	1,829,990	39.4%

Expenses

Sales, General & Administrative	\$	1,379,739	16.7%
Finance & Taxes	\$	312,070	5.9%
Net income after taxes	\$	138,181	3.0%